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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:
§ Chapter 11
4 West Holdings, Inc. *et al.*,¹ § Case No. 18-30777 (HDH)
§
Debtors. § (Jointly Administered)

**FIRST INTERIM APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM MARCH 6, 2018 THROUGH MAY 31, 2018**

FEE APPLICATION COVERSHEET

Monthly Fee Application of: DLA Piper LLP (US)

Capacity: Counsel to the Debtors and Debtors in Possession

Time Period: March 6, 2018 through May 31, 2018

Bankruptcy Petition Filed: March 6, 2018

Date of Entry of Retention Order: April 18, 2018, Nunc Pro Tunc to March 6, 2018
[Docket No. 264]

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as Exhibit A.

| | |
|---|-----------------------------|
| Amount of Compensation sought as actual, reasonable, and necessary: | \$2,862,921.75 ² |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$112,457.55 |
| Total Compensation Approved by Interim Order to Date: | N/A |
| Total Expenses Approved by Interim Order to Date: | N/A |
| Total Allowed Compensation Paid to Date: | N/A |
| Total Allowed Expenses Paid to Date: | N/A |
| Blended Hourly Rate in this Application for All Attorneys: | \$818.65 |
| Blended Hourly Rate in this Application for All Timekeepers: | \$751.69 |
| Compensation Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed: | \$1,297,254.90 |
| Expenses Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed: | \$31,369.28 |
| Number of Professionals Included in this Application: | 41 |
| Number of Professionals Included in this Application Not Included on the Staffing Plan: | N/A |
| Number of Professionals Billing Fewer than 15 Hours: | 15 |

This is a(n): _____ monthly interim _____ final application

² This amount includes the voluntary reductions taken by DLA Piper in the First and Second Monthly Fee Applications.

INFORMATION REGARDING PRIOR FEE APPLICATIONS

Summary of Prior Interim Fee Applications:

| Date Filed & Docket No. | Period Covered | Fees and Expenses Requested | | Fees and Expenses Approved | | Approved Fees and Expenses Paid | | Approved Fees and Expenses Remaining Unpaid | | Date(s) of Orders on Interim Compensation or Reimbursement of Expenses |
|-------------------------|----------------|-----------------------------|----------|----------------------------|----------|---------------------------------|----------|---|----------|--|
| | | Fees | Expenses | Fees | Expenses | Fees | Expenses | Fees | Expenses | |
| N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Cumulative Fee And Expense Totals Since Case Inception:

| Fees and Expenses Requested | | Fees and Expenses Approved | | Approved Fees and Expenses Paid | | Approved Fees and Expenses Remaining Unpaid | | Fees and Expenses Disallowed or Withdrawn | |
|-----------------------------|----------|----------------------------|----------|---------------------------------|----------|---|----------|---|----------|
| Fees | Expenses | Fees | Expenses | Fees | Expenses | Fees | Expenses | Fees | Expenses |
| N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Prior Monthly Applications Filed:

| Monthly Fee Applications | | | | | CNOs | | |
|--------------------------|------------|-----------------------|---|-------------|------------|------------|--|
| Date Filed | Docket No. | Period Covered | Total Fees | Expenses | Date Filed | Docket No. | |
| 05/14/2018 | 374 | 03/06/2018-03/31/2018 | \$579,995.50 ³ (at 80%: \$463,996.40) | \$12,229.93 | 05/31/18 | 485 | |
| 06/06/2018 | 508 | 04/01/2018-04/30/2018 | \$1,041,669.75 ⁴ (at 80% \$833,359.80) | \$19,139.35 | 06/22/2018 | 610 | |
| 07/16/2018 | 732 | 05/01/2018-05/31/2018 | \$1,242,549.00 (at 80%: \$994,039.20) | \$81,088.27 | N/A | N/A | |

Blended Rate of Professionals:

| Professionals | Blended Rate |
|---------------|--------------|
| Partners | \$963.73 |

³ DLA Piper requested \$580,502.00 in its First Monthly Fee Application. Thereafter, DLA Piper voluntarily reduced its fees in the amount of \$506.50, which were inadvertently included in the First Monthly Fee Application.

⁴ DLA Piper requested fees of \$1,052,708.50 in the Second Monthly Fee Application, which included voluntary reductions of \$1,322.50. After informal discussions with the United States Trustee, DLA Piper agreed to further voluntary reductions in a total amount of \$11,008.75.

| | |
|------------------------------------|----------|
| Counsel | \$888.52 |
| Senior Associate (7 or more years) | \$701.20 |
| Associate (4-6 years) | \$545.94 |
| Junior Associate (1-3 years) | \$545.94 |
| Paralegal | \$323.28 |
| Research/Litigation Analysts | \$332.62 |

COMPENSATION BY PROFESSIONALS
MARCH 6, 2018 THROUGH MAY 31, 2018⁵

| Name of Professional Individual | Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position | Hours | Billing Rate | Amount |
|---------------------------------|--|--------|--|---------------|
| Califano, Thomas R. | Partner; Restructuring; Member of the New York Bar since 1989; Joined the Firm in 2002. | 280.10 | \$1,135.00 | \$ 317,913.50 |
| | | 31.00 | \$567.50 (Non-working travel) ⁶ | 17,592.50 |
| Wein, Bruce J. | Partner; Tax; Member of the New York Bar since 1970; Joined the Firm in 2000. | 5.40 | \$1,385.00 | 7,479.00 |
| Klahr, Shmuel M. | Partner; Finance; Member of the New York Bar since 2005; Joined the Firm in 2011. | 27.50 | \$1,130.00 | 30,736.00 |
| Albanese, Rachel Ehrlich | Partner; Restructuring; Member of the New Jersey Bar since 2001; Member of the New York Bar since 2002; Joined the Firm in 2016. | 34.10 | \$990.00 | 33,759.00 |
| | | 1.00 | \$495.00 (Non-working travel) | 495.00 |
| Simon, Daniel M. | Partner; Restructuring; Member of the Illinois Bar since 2008; Member of the Georgia Bar since 2014; Joined the Firm in 2011. | 546.40 | \$920.00 | 502,688.00 |
| | | 32.50 | \$460.00 | 14,950.00 |
| Brown, Kathy Owen | Senior Counsel; Litigation; Member of the Texas Bar since 1989; Member of the Colorado Bar since 1990; Member of the District of Columbia Bar since 1990; Joined the Firm in 2005. | 226.70 | \$920.00 | 208,564.00 |

⁵ This amount does not include the voluntary reductions taken by DLA Piper in the First and Second Monthly Fee Applications.

⁶ Non-working travel billed at 50% of regular billing rate.

| Name of Professional Individual | Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position | Hours | Billing Rate | Amount |
|---------------------------------|--|--------|----------------------------------|------------|
| Dembitzer, Naftali Z. | Of Counsel; Tax; Member of the New Jersey Bar since 1993; Member of the New York Bar since 1993; Member of the District of Columbia Bar since 1994; Joined the Firm in 2004. | 11.20 | \$925.00 | 10,360.00 |
| Nelson, Karen | Partner; Litigation; Member of the Texas Bar since 1984; Member of the Arizona Bar since 2002; Joined the Firm in 2013. | 12.50 | \$775.00 | 9,687.50 |
| Massiatte, Michael | Of Counsel; Employment; Member of the Texas Bar since 2000; Joined the Firm in 2018. | 50.80 | \$740.00 | 37,592.00 |
| Mineroff, Kira L. | Associate; Finance; Member of the New York Bar since 2011; Joined the Firm in 2009. | 25.40 | \$905.00 | 22,987.00 |
| Corrado, Dienna | Associate; Restructuring; Member of the New York Bar since 2009; Joined the Firm in 2014. | 538.10 | \$875.00 | 470,837.50 |
| | | 37.10 | \$437.50 (Non-working travel) | 16,231.25 |
| Jamison Woods, Crystal | Associate; Employment; Member of the Texas Bar since 2010; Joined the Firm in 2018. | 162.50 | \$800.00 | 130,000.00 |
| Koltko Rosaluk, Oksana | Associate; Restructuring; Member of the Illinois Bar since 2010; Joined the Firm in 2011. | 32.50 | \$795.00 | 25,837.50 |
| Zollinger, Andy | Associate; Restructuring; Member of the Texas Bar since 2009; Joined the Firm in 2008. | 295.90 | \$795.00 | 235,240.50 |
| | | 8.50 | \$397.50 (Non-working travel) | 3,378.75 |
| Reddoch, Allison Amie | Associate; Employment; Member of the Texas Bar since 2011; Joined the Firm in 2018. | 24.40 | \$775.00 | 18,910.00 |
| Nanes, Rachel | Associate; Restructuring; Member of the Florida Bar since 2010; Joined the Firm in 2012. | 0.70 | \$770.00 | 539.00 |
| Avraham, David E. | Associate; Restructuring; Member of the Illinois Bar since 2012; Joined the Firm in 2014. | 300.80 | \$730.00 | 219,584.00 |
| | | 26.40 | \$365.00 (Non-working travel) | 9,636.00 |

| Name of Professional Individual | Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position | Hours | Billing Rate | Amount |
|---------------------------------|---|--------|----------------------------------|------------|
| Angelo, Jason Daniel | Associate; Restructuring; Member of the New Jersey Bar since 2013; Member of the Delaware Bar since 2014; Member of the Pennsylvania Bar since 2016. Joined the Firm in 2017. | 58.80 | \$710.00 | 41,748.00 |
| Sutton, Mordechai Y. | Associate; Restructuring; Member of the New Jersey Bar since 2014; Member of the New York Bar since 2015; Joined the Firm in 2014. | 18.30 | \$690.00 | 12,627.00 |
| Bernardo, Micala R. | Senior Attorney; Employment; Member of the Texas Bar since 2007; Joined the Firm in 2018. | 193.80 | \$675.00 | 130,815.00 |
| | | 2.50 | \$337.50 (Non-working travel) | 843.75 |
| Boutelle, Betsey Anette | Associate; Employment; Member of the California Bar since 2014; Member of the Texas Bar since 2017; Joined the Firm in 2017. | 1.50 | \$635.00 | 952.50 |
| Lanza, Adam C. | Associate; Restructuring; Member of the New Jersey Bar since 2015; Member of the New York Bar since 2016; Joined the Firm in 2016. | 18.40 | \$625.00 | 11,500.00 |
| Stefanova, Marina | Associate; Litigation; Member of the Texas Bar since 2014; Joined the Firm in 2018. | 27.60 | \$615.00 | 16,974.00 |
| Callahan, Virginia | Associate; Restructuring; Member of the Maryland Bar since 2014; Joined the Firm in 2016. | 42.30 | \$560.00 | 23,688.00 |
| Nair, Tara | Associate; Restructuring; Member of the Illinois Bar since 2016; Joined the Firm in 2016. | 112.80 | \$535.00 | 60,348.00 |
| Williams, Jade | Associate; Restructuring; Member of the Illinois Bar since 2017; Joined the Firm in 2016. | 90.00 | \$535.00 | 48,150.00 |
| O'Connor, Breegan | Associate; Employment; Member of the Texas Bar since 2017; Joined the Firm in 2018. | 28.50 | \$485.00 | 13,822.50 |
| Kropf, Valerie | Business/Legal Research Analyst; Joined the Firm in 2001. | 0.80 | \$380.00 | 304.00 |
| Masters, Melinda F. | Research and Knowledge Services; Business/Legal Research Analyst; Joined the Firm in 2005. | 5.40 | \$380.00 | 2,052.00 |
| Nash, Maribel | Business/Legal Research Analyst; Joined the Firm in 2016. | 1.00 | \$380.00 | 380.00 |

| Name of Professional Individual | Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position | Hours | Billing Rate | Amount |
|---------------------------------|---|-----------------|----------------------------------|-----------------------|
| Ashby, Francella | Senior Paralegal; Corporate; Joined the Firm in 2014. | 3.00 | \$375.00 | 1,125.00 |
| Countryman, William Lee | Senior Paralegal; Restructuring; Joined the Firm in 2002. | 259.70 | \$355.00 | 92,193.50 |
| | | 42.70 | \$177.50 (Non-working travel) | 7,579.25 |
| Yang, Bonny | Paralegal Specialist; Litigation; Joined the Firm in 2001. | 0.50 | \$355.00 | 177.50 |
| Lam Guerra, Yohami | Paralegal Specialist; Restructuring; Joined the Firm in 2014. | 4.00 | \$345.00 | 1,380.00 |
| Dixon, Carla K. | Paralegal Specialist; Real Estate; Joined the Firm in 2007. | 1.00 | \$340.00 | 340.00 |
| Eason-Hall, Erica | Senior Paralegal; Employment; Joined the Firm in 2018. | 11.70 | \$340.00 | 3,978.00 |
| Grant, Derrell | Litigation Support Analyst; Litigation; Joined the Firm in 2014. | 130.10 | \$330.00 | 42,933.00 |
| Doko, Michael | Litigation Support Analyst; Litigation; Joined the Firm in 2016. | 0.20 | \$330.00 | 66.00 |
| Fox, Carolyn B. | Paralegal Specialist; Restructuring; Joined the Firm in 2011. | 19.30 | \$285.00 | 5,500.50 |
| Ford, Jenny | Paralegal Specialist; Restructuring; Joined the Firm in 2018. | 8.10 | \$280.00 | 2,268.00 |
| Lisko, Stephanie A. | Paralegal Specialist; Restructuring; Joined the Firm in 2016. | 32.20 | \$280.00 | 9,016.00 |
| TOTALS | | 3,825.40 | | \$2,875,759.50 |

COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
MARCH 6, 2018 THROUGH MAY 31, 2018⁷

| Description | Hours | Amount |
|--|-----------------|-----------------------|
| <i>Administration</i> | | |
| Case Administration (B110) | 78.20 | \$ 40,680.50 |
| Creditor Inquiries (B112) | 20.20 | 16,813.50 |
| Asset Sales and Other Disposition of Assets (B130) | 161.80 | 131,871.50 |
| Adequate Protection/Relief from Stay (B140) | 116.00 | 85,199.50 |
| Utilities (B145) | 4.80 | 3,571.50 |
| Meetings and Communications with the U.S. Trustee and Creditors Committee (B150) | 26.30 | 23,530.00 |
| Court Hearings (B155) | 543.30 | 382,266.50 |
| Employment Applications (B160) | 94.20 | 70,712.50 |
| Fee Applications (B170) | 63.30 | 38,540.00 |
| Avoidance Action Analysis (B180) | 5.50 | 4,812.50 |
| Assumption/Rejection of Leases and Contracts (B185) | 12.40 | 9,709.50 |
| Litigation and Contested Matters (B190) | 1,615.70 | 1,231,417.00 |
| Non-Working Travel (B195) | 181.70 | 70,706.50 |
| <i>Operations</i> | | |
| Business Operations/Strategic Planning (B210) | 470.60 | 405,588.00 |
| Financial Reports (Monthly Operating Reports & Schedules & Statements) (B211) | 41.10 | 20,042.50 |
| Financing/DIP/Cash Collateral Matters (B230) | 76.70 | 72,614.00 |
| Tax Issues (B240) | 21.70 | 22,218.00 |
| Claims Administration and Objections (B310) | 27.00 | 21,411.50 |
| Plan and Disclosure Statement / Business Plans (B320) | 264.90 | 224,054.50 |
| TOTAL | 3,825.40 | \$2,875,759.50 |

⁷ This amount does not include the voluntary reductions taken by DLA Piper in the First and Second Monthly Fee Applications.

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
MARCH 6, 2018 THROUGH MAY 31, 2018

| Expense Category | Total Expenses |
|-------------------------------|-----------------------|
| Delivery Services | \$ 1,537.98 |
| Out-of-Town Travel | 816.35 |
| Meals | 4,392.81 |
| Miscellaneous | 2,230.61 |
| Online Research | 28,187.33 |
| Duplicating | 19,699.45 |
| Internet Services | 685.55 |
| Car Service/Taxi | 4,336.07 |
| Hotel | 17,724.73 |
| Parking/Mileage Reimbursement | 656.06 |
| Air Fare | 10,209.01 |
| Transcripts | 4,938.60 |
| Temporary Personnel | \$17,043.00 |
| Total | \$112,457.55 |

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Counsel For The Debtors

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

| | |
|--|---------------------------|
| In re: | § Chapter 11 |
| 4 West Holdings, Inc. <i>et al.</i> , ¹ | § Case No. 18-30777 (HDH) |
| Debtors. | § (Jointly Administered) |

**FIRST INTERIM APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM MARCH 6, 2018 THROUGH MAY 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas, (the “Local Rules”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 262] (the “Interim Compensation Order”), DLA Piper LLP (US)

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as Exhibit A.

(“DLA Piper”) hereby files this *First Interim Monthly Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel for the Debtors for the Period from March 6, 2018 Through May 31, 2018* (the “Application”). By this Application, DLA Piper seeks an allowance and payment pursuant to the Interim Compensation Order for the sums of \$2,862,921.75² as compensation and \$112,457.55 for reimbursement of actual and necessary expenses for a total of \$2,975,379.30, for the period from March 6, 2018 through and including May 31, 2018 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

BACKGROUND

1. On March 6, 2018 (the “Petition Date”), each Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing these chapter 11 cases.
2. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. On March 16, 2018, the office of the United States Trustee appointed the official committee of unsecured creditors (the “Committee”) in these chapter 11 cases.
4. On March 20, 2018, the Debtors filed the *Application of the Debtors for an Order Authorizing the Employment and Retention of DLA Piper LLP (US) as Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 133] and the *Motion of the Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 136].

² This amount includes the voluntary reductions taken by DLA Piper in the First and Second Monthly Applications.

5. On April 18, 2018, the Court entered the *Order Granting Application of the Debtors for an Order Authorizing the Employment and Retention of DLA Piper LLP (US) as Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 264] (the “Retention Order”). The Retention Order authorizes DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. On the same date, the Court entered the Interim Compensation Order.

6. Additional information regarding the Debtors and these chapter 11 cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these chapter 11 cases, is set forth in the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 19].

PRIOR MONTHLY FEE APPLICATIONS

7. Pursuant to the Interim Compensation Order, DLA Piper has filed with the Court the following monthly applications for the following periods, each of which is incorporated herein by reference in its entirety: March 6, 2018 through March 31, 2018 [Docket No. 371] (the “First Monthly Fee Application”); April 1, 2018 through April 30, 2018 [Docket No. 508] (the “Second Monthly Fee Application”); and May 1, 2018 through May 31, 2018 [Docket No. 732] (the “Third Monthly Fee Application,” and together with the First Monthly Fee Application and Second Monthly Fee Application, the “Monthly Fee Applications”). A summary of the total fees and expenses requested in each of DLA Piper’s Monthly Fee Applications, as well as the payments received in connection therewith, is provided on the following page:

COMPENSATION PAID AND ITS SOURCE

8. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Debtors.

9. During the period covered by this Application, DLA Piper has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person, other than the partners of DLA Piper, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

FEE STATEMENTS

10. The fee statements (the “Fee Statements”) for DLA Piper for the Compensation Period were attached as Exhibit B to each of the Monthly Fee Applications, respectively. These Fee Statements contain daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. The hourly rates set forth in fee statements are those customarily charged by DLA Piper for similar legal services. DLA Piper’s fees for services rendered by lawyers, paralegals and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “Guidelines”), the Guidelines for Compensation and Expense Reimbursement of Professionals for the United States Bankruptcy Court for the Northern District of Texas, Rule 2016-1 of the Local Rules and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

11. The Debtors seek allowance and payment pursuant to the Interim Compensation Order for the sum of \$112,457.55 for reimbursement of actual and necessary expenses. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper

during the Compensation Period were attached as Exhibit C to each of the Monthly Fee Applications, respectively. DLA Piper charges its clients \$.20 per page for black & white photocopying expenses. DLA Piper does not charge its clients for internet usage, outgoing facsimile transmissions, or long-distance carrier charges for outgoing facsimile transmissions.

12. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, DLA Piper believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

13. The partners, associates, and attorneys of DLA Piper, who have rendered professional services in these cases during the Compensation Period are: Thomas R. Califano (Partner), Bruce J. Wein (Partner), Shmuel M. Klahr (Partner), Rachel Ehrlich Albanese (Partner), Daniel M. Simon (Partner), Kathy Owen Brown (Senior Counsel), Naftali Z. Dembitzer (Of Counsel), Karen Nelson (Partner), Michael Massiatte (Of Counsel), Kira L. Mineroff (Associate), Dienna Corrado (Associate), Crystal Jamison Woods (Associate), Oksana Koltko Rosaluk (Associate), Andy Zollinger (Associate), Allison Amie Reddoch (Associate), Rachel Nanes (Associate), David E. Avraham (Associate), Jason Daniel Angelo (Associate), Mordechai Y. Sutton (Associate), Micala R. Bernardo (Senior Attorney), Betsey Anette Boutelle (Associate), Adam C. Lanza (Associate), Marina Stefanova (Associate), Virginia Callahan (Associate), Tara Nair (Associate), Jade Williams (Associate) and Breegan O'Connor (Associate).

14. The paraprofessionals of DLA Piper, who provided services to these attorneys in these cases during the Compensation Period are: Valerie Kropf (Legal Research Analyst),

Melinda Masters (Legal Research Analyst), Maribel Nash (Legal Research Analyst), Francella Ashby (Senior Paralegal), William Lee Countryman (Senior Paralegal), Bonny Yang (Paralegal Specialist), Yohami Lam Guerra (Paralegal Specialist), Carla K. Dixon (Paralegal Specialist), Erica Eason-Hall (Senior Paralegal), Derrell Grant (Litigation Support Analyst), Michael Doko (Litigation Support Analyst), Carolyn B. Fox (Paralegal Specialist), Jenny Ford (Paralegal Specialist) and Stephanie A. Lisko (Paralegal Specialist).

15. DLA Piper, by and through the above-named persons, has prepared or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these chapter 11 cases and has performed all necessary professional services that are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY PROJECT

16. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth in the Fee Statements. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category in the Fee Statements. Although every effort has been made to properly and consistently categorize the actual services provided into the appropriate category, certain tasks could properly be categorized into two or more task codes.

A. Case Administration

Fees: \$40,680.50; Total Hours: 78.20

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars and pleadings filings, preparation of hearing binders,

preparation of agenda letters, and preparation of necessary notices and certifications in these chapter 11 cases.

B. Creditor Inquiries

Fees: \$16,813.50; Total Hours: 20.20

This category includes all matters related to responding to creditor, employee and resident inquiries regarding these chapter 11 cases

C. Asset Sales and Other Disposition of Assets

Fees: \$131,871.50; Total Hours: 161.80

This category includes all matters relating to and including asset sales, procedures for asset sales, implementation of bid procedures, diligence and discovery relating to the potential sale of substantially all of the Debtors' assets and potential objections and transaction work related to asset disposition.

D. Adequate Protection & Relief from Stay

Fees: \$85,199.50; Total Hours: 116.00

This category includes all matters relating to research and analysis of issues related to violations of or requests for relief from the automatic stay in the Debtors' bankruptcy cases and related matters. During the Compensation Period, the Debtors and their advisors addressed many issues pertaining to vendor contract performance and stay issues relating to pending non-bankruptcy litigation.

E. Utilities

Fees: \$3,571.50; Total Hours: 4.80

This category includes all matters relating to implementation of utilities, adequate assurance of payment procedures and certain utility inquiries.

F. Meetings and Communications with the U.S. Trustee and Creditors' Committee

Fees: \$23,530.00; Total Hours: 26.30

This category includes all matters relating to, preparing for and attending meetings and communications with, among others, the Committee and the U.S. Trustee, including responding to inquiries regarding the cases, creditor treatment, the Debtors' ongoing operations and Committee investigations.

G. Court Hearings

Fees: \$382,266.50; Total Hours: 543.30

This category includes all matters relating to preparing for and attending court hearings.

H. Employment Applications

Fees: \$70,712.50; Total Hours: 94.20

This category includes all matters relating to the retention of various professionals on behalf of the Debtors, and ordinary course professional administration.

I. Fee Applications

Fees: \$38,540.00; Total Hours: 63.30

This category includes all matters relating to the preparation of fee applications filed by professionals retained by the Debtors.

J. Avoidance Action Analysis

Fees: \$4,812.50; Total Hours: 5.50

This category includes all matters relating to research and analysis of avoidance claim issues.

K. Assumption/Rejection of Leases and Contracts

Fees: \$9,709.50; Total Hours: 12.40

This category includes all matters relating to and including analysis of executory contracts and unexpired leases and preparation of motions related to such leases and contracts.

L. Litigation and Contested Matters

Fees: \$1,231,417.00; Total Hours: 1,615.70

This category includes all matters relating to and including analysis and preparation for all litigation and contested matters, including without limitation, drafting motions, responding to discovery requests and other papers related to application and enforcement and extension of the automatic stay.

M. Non-Working Travel

Fees: \$70,706.50; Total Hours: 181.70

This category includes all non-working travel time and is billed at 50% of the hourly rate.

N. Business Operations/Strategic Planning

Fees: \$405,588.00; Total Hours: 470.60

This category includes all issues relating to general debtor in possession operations in chapter 11, including, without limitation, the preparation and filing of the Debtors' operating reports and meetings between the Debtors and their professionals to develop a business strategy for the Debtors' cases and postpetition transactions with vendors.

O. Financial Reports (Monthly Operating Reports & Schedules & Statements)

Fees: \$20,042.50; Total Hours: 41.10

This category includes all matters relating to preparation of schedules and statements and monthly operating reports, including collecting data, retrieving documents, communications with

the U.S. Trustee and any other applicable activities, including reviewing management reports and drafts of the monthly operating reports.

P. Financing/DIP/Cash Collateral Matters

Fees: \$72,614.00; Total Hours: 76.70

This category includes all matters under sections 361, 363 and 364 of the Bankruptcy Code, including debtor in possession financing, cash collateral, secured claims and loan document and lien analysis.

Q. Tax Issues

Fees: \$22,218.00; Total Hours: 21.70

This category includes all matters related to and including analysis and advice regarding tax-related issues.

R. Claims Administration and Objections

Fees: \$21,411.50; Total Hours: 27.00

This category includes all matters related to claims administration including scheduling bar dates and related procedures.

S. Plan and Disclosure Statement/Business Plans

Fees: \$224,054.50; Total Hours: 264.90

This category includes all matters related to the drafting of the Debtors' chapter 11 plan of reorganization and disclosure statement (including all amendments) and related documents and pleadings and discussions and negotiations with various constituencies.

VALUATION OF SERVICES

17. Attorneys and paraprofessionals of DLA Piper have expended a total of 3,825.40 hours in connection with this matter during the Compensation Period, as follows:

| Name of Professional Individual | Hours | Rate | Amount |
|---------------------------------|--------|-----------------------|---------------|
| Califano, Thomas R. | 280.10 | \$1,135.00 | \$ 317,913.50 |
| | 31.00 | \$567.50 ³ | 17,592.50 |
| Wein, Bruce J. | 5.40 | \$1,385.00 | 7,479.00 |
| Klahr, Shmuel M. | 27.50 | \$1,130.00 | 30,736.00 |
| Albanese, Rachel Ehrlich | 34.10 | \$990.00 | 33,759.00 |
| | 1.00 | \$495.00 ³ | \$495.00 |
| Simon, Daniel M. | 546.40 | \$920.00 | 502,688.00 |
| | 32.50 | \$460.00 ³ | 14,950.00 |
| Brown, Kathy Owen | 226.70 | \$920.00 | 208,564.00 |
| Dembitzer, Naftali Z. | 11.20 | \$925.00 | 10,360.00 |
| Nelson, Karen | 12.50 | \$775.00 | 9,687.50 |
| Massiatte, Michael | 50.80 | \$740.00 | 37,592.00 |
| Mineroff, Kira L. | 25.40 | \$905.00 | 22,987.00 |
| Corrado, Dienna | 538.10 | \$875.00 | 470,837.50 |
| | 37.10 | \$437.50 ³ | 16,231.25 |
| Jamison Woods, Crystal | 162.50 | \$800.00 | 130,000.00 |
| Koltko Rosaluk, Oksana | 32.50 | \$795.00 | 25,837.50 |
| Zollinger, Andy | 295.90 | \$795.00 | 235,240.50 |
| | 8.50 | \$397.50 | 3,378.75 |
| Reddoch, Allison Amie | 24.40 | \$775.00 | 18,910.00 |
| Nanes, Rachel | 0.70 | \$770.00 | \$539.00 |
| Avraham, David E. | 300.80 | \$730.00 | 219,584.00 |
| | 26.40 | \$365.00 ³ | 9,636.00 |
| Angelo, Jason Daniel | 58.80 | \$710.00 | 41,748.00 |
| Sutton, Mordechai Y | 18.30 | \$690.00 | 12,627.00 |
| Bernardo, Micala R. | 193.80 | \$675.00 | 130,815.00 |
| | 2.50 | \$337.50 | 843.75 |
| Boutelle, Betsey Anette | 1.50 | \$635.00 | 952.50 |
| Lanza, Adam C. | 18.40 | \$625.00 | 11,500.00 |
| Stefanova, Marina | 27.60 | \$615.00 | 16,974.00 |
| Callahan, Virginia | 42.30 | \$560.00 | 23,688.00 |
| Nair, Tara | 112.80 | \$535.00 | 60,348.00 |
| Williams, Jade | 90.00 | \$535.00 | 48,150.00 |
| O'Connor, Breegan | 28.50 | \$485.00 | 13,822.50 |
| Kropf, Valerie | 0.80 | \$380.00 | 304.00 |
| Masters, Melinda F. | 5.40 | \$380.00 | 2,052.00 |
| Nash, Maribel | 1.00 | \$380.00 | 380.00 |
| Ashby, Francella | 3.00 | \$375.00 | 1,125.00 |
| Countryman, William Lee | 259.70 | \$355.00 | 92,193.50 |
| | 42.70 | \$177.50 ³ | 7,579.25 |

³ Non-working travel billed at 50% of regular billing rate.

| Name of Professional Individual | Hours | Rate | Amount |
|---------------------------------|-----------------|----------|-----------------------|
| Yang, Bonny | 0.50 | \$355.00 | 177.50 |
| Lam Guerra, Yohami | 4.00 | \$345.00 | 1,380.00 |
| Dixon, Carla K. | 1.00 | \$340.00 | 340.00 |
| Eason-Hall, Erica | 11.70 | \$340.00 | 3,978.00 |
| Grant, Derrell | 130.10 | \$330.00 | 42,933.00 |
| Doko, Michael | 0.20 | \$330.00 | 66.00 |
| Fox, Carolyn B. | 19.30 | \$285.00 | 5,500.50 |
| Ford, Jenny | 8.10 | \$280.00 | 2,268.00 |
| Lisko, Stephanie A. | 32.20 | \$280.00 | 9,016.00 |
| TOTALS | 3,825.40 | | \$2,875,759.50 |

The nature of the work performed by these persons is fully set forth in the Fee Statements. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is \$2,875,759.50⁴.

DLA PIPER'S REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED

18. Section 330 of the Bankruptcy Code governs compensation of professionals in a bankruptcy case and provides that, when determining the amount of reasonable compensation to award to a professional, the Court should consider the nature, extent, and value of the services to the bankrupt estate and all other relevant factors, including the following:

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

⁴ This amount does not include the voluntary reductions taken by DLA Piper in the First and Second Monthly Fee Applications.

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

19. In determining the reasonableness of a professional's requested fee award, courts in the Fifth Circuit and in other districts have considered the following twelve factors articulated in *Johnson v. Georgia Highway Exp., Inc.*, 488 F.2d 714, 717 (5th Cir. 1974) (collectively, the "Johnson Factors"):

(1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the "undesirability" of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.

Id. See also, In re Caprock Wine Co., L.L.C., No. BKR. 09-50576-RLJ-11, 2010 WL 5376292, at *2 (Bankr. N.D. Tex. Dec. 23, 2010).

20. DLA Piper respectfully submits that the services rendered and expenses incurred during the Compensation Period for which DLA Piper seeks compensation and reimbursement are reasonable based on the standard set forth in section 330 of the Bankruptcy Code and the Johnson Factors.

(a) Time and labor required: DLA Piper expended 3,825.70 hours of professional time on behalf of the Debtors during the Compensation Period. DLA's complete time records for the Compensation Period arranged in chronological order and by activity code category are attached hereto as Exhibit A. The exhibits and narrative descriptions in this Application evidence the time and labor employed in representing the Debtors.

- (b) Novelty and difficulty of questions and matters resolved: The chapter 11 cases and the legal issues presented therein have required a high level of professional skill and expertise from professionals within DLA Piper's insolvency and other groups.
- (c) The reputation and skill of the attorneys providing the services: As noted above, DLA Piper has drawn upon the skill of some of its most experienced attorneys in rendering its services to the Debtors during the Compensation Period.
- (d) Preclusion of other employment: Given DLA Piper's size, DLA Piper's representation of the Debtors has not precluded employment by other clients. These chapter 11 cases have, however, required considerable time commitments from several DLA Piper attorneys and paraprofessionals.
- (e) Fees charged and fees awarded in similar cases: The fees sought by DLA Piper in this Application are commensurate with fees awarded to DLA Piper in other cases and the fees charges by comparable law firms.
- (f) Time limitations: These chapter 11 cases have required DLA Piper to perform an extensive variety of services and to address a range of issues on behalf of the Debtors, often under significant time constraints.
- (g) Whether the fee is fixed or contingent: All fees sought by professionals under sections 330 and 331 of the Bankruptcy Code are contingent prior to approval by the Court.
- (h) The "undesirability" of the case: Representation of the Debtors in these chapter 11 cases is not undesirable. As noted above, however, DLA Piper's representation of the Debtors in these chapter 11 cases has required a significant commitment of time and effort by several of DLA Piper's staff.
- (i) The Debtors' and DLA Piper's professional relationship: On September 23, 2017, the Debtors selected DLA Piper as counsel to represent them with respect to corporate governance, transactional, and other matters related to the sale of substantially all of the Debtors' assets and the filing of these chapter 11 cases.
- (j) Awards in Similar Cases: As set forth above, the Court has the ability and power to award fees and costs to DLA. Bankruptcy courts around the country have awarded similar fees for the same time and quality of work performed.

21. Further, DLA Piper has assigned the work performed in these chapter 11 cases to attorneys having the experience and specialization to perform the services required efficiently and properly. The partners, counsel, and associates providing the services for which

compensation is sought pursuant to this Application specialize in the fields of insolvency, litigation and corporate finance. Moreover, DLA Piper, as a general practice, seeks to use the services of paraprofessionals and legal assistants supervised by attorneys whenever appropriate in order to limit costs and more efficiently utilize the services of attorneys. DLA Piper has followed this practice with respect to the services rendered to the Debtors wherever possible.

22. Finally, in rendering services to and on behalf of the Debtors, DLA Piper has taken every care to provide the legal services as efficiently as possible and to avoid duplication of services. In this regard, as much as possible, day-to-day legal work, including, but not limited to, drafting of pleadings, memoranda, stipulations, agreements and correspondence has been performed by junior to mid-level associates.

23. With respect to the DLA Piper's requested expenses reimbursement, Bankruptcy Code section 330(a)(1)(B) provides for reimbursement to approved professionals for all "actual, necessary expenses." 11 U.S.C. § 330(a)(1)(B). DLA Piper submits that the expenses incurred in these chapter 11 cases were all necessary in the rendition of services for the Debtors.

STATEMENT OF THE APPLICANT

24. Pursuant to section C5 of the Guidelines, DLA Piper makes the following representations:

- a. DLA Piper did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for services that were provided during the Compensation Period.
- b. None of the hourly rates of DLA Piper's professionals and paraprofessionals included in this Application has been varied based on the geographic location of these cases.
- c. This Application includes a reasonable amount of time and fees related to reviewing and revising invoices to ensure compliance with the Guidelines.

- d. This Application does not include any rate increases since DLA Piper's retention was approved pursuant to the Retention Order.⁵

NOTICE

25. DLA Piper will serve this Application in accordance with the Interim Compensation Order and the Local Rules. Any objections to this Application must be in writing, comply with the requirements set forth in the Interim Compensation Order and served upon DLA Piper so as to be received no later than **4:00 p.m. (Central Daylight Time) on July 31, 2018.**

WHEREFORE, DLA Piper respectfully requests that the Court authorize (a) that for the period from March 6, 2018 through May 31, 2018, an allowance be made to DLA Piper pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$2,862,921.75 as compensation for necessary professional services rendered and the sum of \$112,457.55 as reimbursement of actual necessary costs and expenses, for a total of \$2,975,379.30 and that such sums be authorized for payment, and (b) such other and further relief as this Court may deem just and proper. In support of this Application, DLA Piper submits the Certification of Thomas R. Califano attached hereto as **Exhibit B**.

⁵ The hourly billing rate for Mr. Califano was inadvertently listed as \$1,060 per hour in the Retention Application. Mr. Califano's hourly billing rate for 2018 has been \$1,135 per hour and such rate has not increased post-petition.

Dated: July 16, 2018
Dallas, Texas

Respectfully submitted,
DLA PIPER LLP (US)

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-and-

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Counsel for the Debtors

EXHIBIT A

(Sorted Alphabetically)

| | Debtor Name | Case No. | EIN |
|-----|--|-----------------|------------|
| 1. | 4 West Holdings, Inc. | 18-30777 | 9732 |
| 2. | 4 West Investors, LLC | 18-30778 | 6021 |
| 3. | Aiken RE, LLC | 18-30850 | 1814 |
| 4. | Ambassador Rehabilitation and Healthcare Center, LLC | 18-30879 | 1636 |
| 5. | Anchor Rehabilitation and Healthcare Center of Aiken, LLC | 18-30868 | 9448 |
| 6. | Anderson RE TX, LLC | 18-30774 | 3630 |
| 7. | Anderson RE, LLC | 18-30861 | 1806 |
| 8. | Ark II Real Estate, LLC | 18-30840 | 3628 |
| 9. | Ark III Real Estate, LLC | 18-30847 | 0121 |
| 10. | Ark Mississippi Holding Company, LLC | 18-30788 | 3765 |
| 11. | Ark Real Estate, LLC | 18-30809 | 6014 |
| 12. | Ark South Carolina Holding Company, LLC | 18-30856 | 0002 |
| 13. | Ark Texas Holding Company, LLC | 18-30806 | 3739 |
| 14. | Battle Ground RE, LLC | 18-30825 | 1818 |
| 15. | Brushy Creek Rehabilitation and Healthcare Center, LLC | 18-30884 | 3292 |
| 16. | Bryan RE, LLC | 18-30775 | 3633 |
| 17. | Burleson RE, LLC | 18-30759 | 1777 |
| 18. | Capstone Rehabilitation and Healthcare Center, LLC | 18-30878 | 7871 |
| 19. | Charlottesville Pointe Rehabilitation and Healthcare Center, LLC | 18-30801 | 4467 |
| 20. | Charlottesville RE, LLC | 18-30829 | 0836 |
| 21. | Cleveland RE, LLC | 18-30811 | 6013 |
| 22. | Clinton RE, LLC | 18-30812 | 8109 |
| 23. | Cobblestone Rehabilitation and Healthcare Center, LLC | 18-30869 | 1612 |
| 24. | Collierville RE, LLC | 18-30841 | 8845 |
| 25. | Columbia RE, LLC | 18-30815 | 8838 |
| 26. | Columbia Rehabilitation and Healthcare Center, LLC | 18-30795 | 6772 |
| 27. | Comfort RE, LLC | 18-30764 | 1902 |
| 28. | Connersville RE, LLC | 18-30833 | 9824 |
| 29. | Corinth RE, LLC | 18-30814 | 1777 |
| 30. | Cornerstone Rehabilitation and Healthcare Center, LLC | 18-30800 | 8841 |
| 31. | Crystal Rehabilitation and Healthcare Center, LLC | 18-30807 | 8842 |
| 32. | Delta Rehabilitation and Healthcare Center of Cleveland, LLC | 18-30792 | 7212 |
| 33. | Descending Dove, LLC | 18-30842 | 8081 |
| 34. | Diboll RE, LLC | 18-30766 | 1939 |
| 35. | Easley RE II, LLC | 18-30857 | 1819 |
| 36. | Easley RE, LLC | 18-30854 | 1817 |
| 37. | Edgefield RE, LLC | 18-30836 | 3574 |
| 38. | Farmville RE, LLC | 18-30831 | 3442 |
| 39. | Farmville Rehabilitation and Healthcare Center, LLC | 18-30804 | 4464 |
| 40. | Fleetwood Rehabilitation and Healthcare Center, LLC | 18-30888 | 9615 |
| 41. | Fortress Health & Rehab of Rock Prairie, LLC | 18-30765 | 1314 |
| 42. | Granbury RE, LLC | 18-30769 | 1999 |

| | Debtor Name | Case No. | EIN |
|-----|---|-----------------|------------|
| 43. | Great Oaks RE, LLC | 18-30819 | 1731 |
| 44. | Great Oaks Rehabilitation and Healthcare Center, LLC | 18-30780 | 4357 |
| 45. | Greenville RE II, LLC | 18-30846 | 1798 |
| 46. | Greenville RE, LLC | 18-30843 | 1797 |
| 47. | Greenville Rehabilitation and Healthcare Center, LLC | 18-30882 | 3920 |
| 48. | Greenwood RE, LLC | 18-30816 | 1654 |
| 49. | Greer RE, LLC | 18-30839 | 1795 |
| 50. | Greer Rehabilitation and Healthcare Center, LLC | 18-30859 | 9462 |
| 51. | Grenada RE, LLC | 18-30821 | 1623 |
| 52. | Grenada Rehabilitation and Healthcare Center, LLC | 18-30786 | 8843 |
| 53. | Heritage Park Rehabilitation and Healthcare Center, LLC | 18-30787 | 9055 |
| 54. | Hillsville RE, LLC | 18-30834 | 2195 |
| 55. | Hillsville Rehabilitation and Healthcare Center, LLC | 18-30808 | 4463 |
| 56. | Holly Lane Rehabilitation and Healthcare Center, LLC | 18-30797 | 9103 |
| 57. | Holly RE, LLC | 18-30830 | 1816 |
| 58. | Holly Springs RE, LLC | 18-30823 | 1559 |
| 59. | Holly Springs Rehabilitation and Healthcare Center, LLC | 18-30789 | 6524 |
| 60. | Indianola RE, LLC | 18-30822 | 6022 |
| 61. | Indianola Rehabilitation and Healthcare Center, LLC | 18-30779 | 7203 |
| 62. | Italy RE, LLC | 18-30761 | 2086 |
| 63. | Iva RE, LLC | 18-30852 | 1801 |
| 64. | Iva Rehabilitation and Healthcare Center, LLC | 18-30874 | 0384 |
| 65. | Johns Island Rehabilitation and Healthcare Center, LLC | 18-30891 | 4898 |
| 66. | Joy of Bryan, LLC | 18-30837 | 4072 |
| 67. | Lampstand Health & Rehab of Bryan, LLC | 18-30767 | 2002 |
| 68. | Linley Park Rehabilitation and Healthcare Center, LLC | 18-30890 | 0525 |
| 69. | Macon Rehabilitation and Healthcare Center, LLC | 18-30880 | 9644 |
| 70. | Magnified Health & Rehab of Anderson, LLC | 18-30773 | 9060 |
| 71. | Manna Rehabilitation and Healthcare Center, LLC | 18-30863 | 9441 |
| 72. | Marietta RE, LLC | 18-30867 | 1809 |
| 73. | McCormick RE, LLC | 18-30864 | 1808 |
| 74. | McCormick Rehabilitation and Healthcare Center, LLC | 18-30873 | 3193 |
| 75. | Memphis RE, LLC | 18-30844 | 8846 |
| 76. | Midland RE, LLC | 18-30832 | 5138 |
| 77. | Midland Rehabilitation and Healthcare Center, LLC | 18-30799 | 9679 |
| 78. | Moultrie RE, LLC | 18-30848 | 9943 |
| 79. | Mountain View Rehabilitation and Healthcare Center, LLC | 18-30798 | 9227 |
| 80. | Natchez RE, LLC | 18-30818 | 6019 |
| 81. | Natchez Rehabilitation and Healthcare Center, LLC | 18-30803 | 6773 |
| 82. | New Ark Master Tenant, LLC | 18-30885 | 7893 |
| 83. | New Ark Operator Holdings, LLC | 18-30893 | 7623 |
| 84. | New Redeemer Health & Rehab of Pickens, LLC | 18-30881 | 5321 |
| 85. | Olive Leaf Holding Company, LLC | 18-30845 | 0129 |
| 86. | Olive Leaf, LLC | 18-30866 | 0001 |
| 87. | Omega Health & Rehab of Greenville, LLC | 18-30870 | 9461 |
| 88. | Orianna Health Systems, LLC | 18-30785 | 5160 |
| 89. | Orianna Holding Company, LLC | 18-30784 | 1323 |

| | Debtor Name | Case No. | EIN |
|------|---|-----------------|------------|
| 90. | Orianna Investment, Inc. | 18-30781 | 1141 |
| 91. | Orianna SC Operator Holdings, Inc. | 18-30871 | 0383 |
| 92. | Palladium Hospice and Palliative Care, LLC | 18-30887 | 1873 |
| 93. | Patewood Rehabilitation and Healthcare Center, LLC | 18-30865 | 9457 |
| 94. | Picayune RE, LLC | 18-30827 | 9749 |
| 95. | Picayune Rehabilitation and Healthcare Center, LLC | 18-30793 | 9183 |
| 96. | Pickens RE II, LLC | 18-30862 | 1823 |
| 97. | Pickens RE, LLC | 18-30860 | 1821 |
| 98. | Piedmont RE, LLC | 18-30849 | 1800 |
| 99. | Poinsett Rehabilitation and Healthcare Center, LLC | 18-30876 | 0713 |
| 100. | Poplar Oaks Rehabilitation and Healthcare Center, LLC | 18-30813 | 4771 |
| 101. | Portland RE, LLC | 18-30826 | 1822 |
| 102. | Provo RE, LLC | 18-30835 | 3568 |
| 103. | Rainbow Rehabilitation and Healthcare Center, LLC | 18-30802 | 4772 |
| 104. | River Falls Rehabilitation and Healthcare Center, LLC | 18-30886 | 9788 |
| 105. | Riverside Rehabilitation and Healthcare Center, LLC | 18-30883 | 3951 |
| 106. | Rock Prairie RE, LLC | 18-30772 | 3636 |
| 107. | Rocky Mount RE, LLC | 18-30838 | 5904 |
| 108. | Rocky Mount Rehabilitation and Healthcare Center, LLC | 18-30810 | 4466 |
| 109. | Roy RE, LLC | 18-30817 | 5142 |
| 110. | Scepter Rehabilitation and Healthcare Center, LLC | 18-30872 | 1630 |
| 111. | Scepter Senior Living Center, LLC | 18-30875 | 1621 |
| 112. | Simpsonville RE II, LLC | 18-30858 | 1804 |
| 113. | Simpsonville RE, LLC | 18-30855 | 1802 |
| 114. | Simpsonville Rehabilitation and Healthcare Center, LLC | 18-30889 | 3564 |
| 115. | Snellville RE, LLC | 18-30851 | 9933 |
| 116. | Southern Oaks Rehabilitation and Healthcare Center, LLC | 18-30877 | 1141 |
| 117. | The Bluffs Rehabilitation and Healthcare Center, LLC | 18-30796 | 9314 |
| 118. | The Ridge Rehabilitation and Healthcare Center, LLC | 18-30892 | 1456 |
| 119. | Trinity Mission Health & Rehab of Connersville, LLC | 18-30805 | 8787 |
| 120. | Trinity Mission of Burleson, LLC | 18-30762 | 2585 |
| 121. | Trinity Mission of Comfort, LLC | 18-30763 | 2573 |
| 122. | Trinity Mission of Diboll, LLC | 18-30768 | 2581 |
| 123. | Trinity Mission of Granbury, LLC | 18-30771 | 2582 |
| 124. | Trinity Mission of Italy, LLC | 18-30760 | 2576 |
| 125. | Trinity Mission of Winnsboro, LLC | 18-30776 | 2583 |
| 126. | Utah Valley Rehabilitation and Healthcare Center, LLC | 18-30782 | 9661 |
| 127. | Vicksburg RE, LLC | 18-30828 | 0150 |
| 128. | Victory Rehabilitation and Healthcare Center, LLC | 18-30794 | 9485 |
| 129. | Wadesboro RE, LLC | 18-30853 | 9929 |
| 130. | Wide Horizons RE, LLC | 18-30820 | 5144 |
| 131. | Wide Horizons Residential Care Facility, LLC | 18-30790 | 9387 |
| 132. | Winnsboro RE, LLC | 18-30770 | 2134 |
| 133. | Woodlands Rehabilitation and Healthcare Center, LLC | 18-30791 | 9127 |
| 134. | Yazoo City RE, LLC | 18-30824 | 8844 |
| 135. | Yazoo City Rehabilitation and Healthcare Center, LLC | 18-30783 | 7216 |

Exhibit B

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
4 West Holdings, Inc. *et al.*,¹ § Case No. 18-30777 (HDH)
Debtors. § (Jointly Administered)

CERTIFICATION OF THOMAS R. CALIFANO

Thomas R. Califano, under the penalty of perjury, certifies as follows:

1. I am a partner with the law firm of DLA Piper LLP (US). I make this certification in accordance with Appendix F of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (“Appendix F”) regarding the contents of applications for compensation and expenses.

2. I have read the *First Interim Application of DLA Piper LLP (US) LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As*

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached as Exhibit A to the Application.

Counsel for the Debtors for the Period from March 6, 2018 Through May 31, 2018 (the “Application”). The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have been provided with a copy of the Application. The Debtors have reviewed and approved the Application.

3. Pursuant to section I.G of Appendix F, I hereby certify to the best of my knowledge, information and belief, formed after reasonable inquiry that (a) the compensation and expense reimbursement sought is in conformity with Appendix F, except as specifically noted in the application, and (b) the compensation and expense reimbursement requested are billed at rates, in accordance with practices, no less favorable than those customarily employed by the applicant and generally accepted by the applicant’s clients.

4. I have reviewed the requirements of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “Guidelines”), and I believe that the Application complies with the Guidelines.

DATED: July 16, 2018

/s/ Thomas R. Califano
Thomas R. Califano